

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

**Caption in Compliance with D.N.J. LBR 9004-1(b)  
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*Attorneys for Debtors and Debtors in Possession*

In re:

BLOCKFI INC., *et al.*,

Debtors<sup>1</sup>



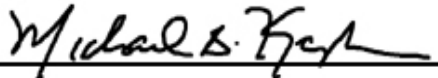
**Order Filed on September 11, 2023  
by Clerk  
U.S. Bankruptcy Court  
District of New Jersey**

Chapter 11  
Case No. 22-19361 (MBK)  
Jointly Administered

**ORDER APPROVING THE DEBTORS' FIFTH OMNIBUS REJECTION OF  
EXECUTORY CONTRACTS AND LEASES**

The relief set forth on the following pages, numbered two (2) through three (3) and Schedule  
1, is hereby **ORDERED**.

**DATED: September 11, 2023**

  
Honorable Michael B. Kaplan  
United States Bankruptcy Judge

(Page 2)

Debtors: BlockFi Inc.

Case No. 22-19361(MBK)

Caption of Order: ORDER APPROVING DEBTORS' FIFTH OMNIBUS  
REJECTION OF EXECUTORY CONTRACTS AND LEASES

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Pursuant to and in accordance with the *Order Authorizing and Approving Procedures for Rejection of Executory Contracts and Unexpired Leases* [Docket No. 302] (the “Rejection Procedures Order”);<sup>1</sup> and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of these cases and this matter is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having properly filed and served a “Notice of Fifth Omnibus Rejection of Executory Contracts and/or Unexpired Leases” [Docket No. 1508] (the “Rejection Notice”) in accordance with the terms of the Rejection Procedures Order in respect of the rejection of the executory contracts (the “Contracts”) and/or unexpired leases (the “Leases”) set forth on Schedule 1 hereto; and no timely objections having been filed to the rejection of the Contracts and Leases; and it appearing that due and adequate notice of the Rejection Procedures Order and the Rejection Notice has been given, and that no other or further notice need be given; and the Court having determined that the rejections provided for herein are an appropriate exercise of the Debtors’ business judgment; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby **ORDERED**:

1. Contracts and Leases listed on **SCHEDULE 1** hereto are hereby rejected effective as of the dates set forth for such Contracts and Leases listed on **SCHEDULE 1** hereto (the “Rejection Date”).

2. The rights of the Debtors and their estates to assert that the Contracts and Leases are rejected hereby expired by their own terms or were terminated prior to the date hereof and fully

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Rejection Procedures Order.

(Page 3)

Debtors: BlockFi Inc.

Case No. 22-19361(MBK)

Caption of Order: ORDER APPROVING DEBTORS' FIFTH OMNIBUS  
REJECTION OF EXECUTORY CONTRACTS AND LEASES

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preserved, and the Debtors and their estates do not waive any rights or claims that they may have with respect or against the counterparties to such Contracts and Leases, whether or not such rights or claims arise under, are related to the rejection of, or are independent of the Contracts and Leases rejected hereby.

3. If any affected counterparty subject to this Order (a "Rejection Claimant") asserts a claim or claims against the Debtors and their estates arising from the rejection of the Contracts and Leases, such Rejection Claimant shall submit a proof of claim on or before the later of (i) the deadline for filing proofs of claims established by the Court in these Chapter 11 Cases or (ii) thirty (30) days after the date of entry of this Order. If no proof of claim is timely filed, such claimant shall not be treated as a creditor with respect to such claims for voting on any Chapter 11 plan in these Chapter 11 Cases and shall be forever barred from asserting a claim for rejection damages and from participating in any distribution that may be made in connection with the Debtors' bankruptcy cases.

4. For the avoidance of doubt, the Debtors reserve all rights to contest the validity of any claim(s) filed by the Rejection Claimant and file objections with respect to such claim(s).

5. The Debtors are authorized to take any action necessary or appropriate to implement the terms of this Order and the rejections without further order from this Court.

6. This Court shall retain exclusive jurisdiction and power to resolve any dispute arising from or related to this Order.

**SCHEDULE 1**

**SCHEDULE 1**

<b>CONTRACTS AND LEASES TO BE REJECTED</b>			
<b>Counterparty</b>	<b>Counterparty Address and Email</b>	<b>Title/Description of Lease/Contract<sup>1</sup></b>	<b>Rejection Date</b>
<b>Paperless Inc. d/b/a Paperless Post</b>	<b>Paperless Inc.</b> Attn: Meg Hirschfeld, CAO 115 Broadway, 12th Floor, New York, New York 10006  Email: meg@paperlesspost.com AND jgiampolo@rosenberggestis.com	Sublease Agreement (see property to be abandoned below)	8/30/2023
<b>Cogent Communications, Inc.</b>	<b>Cogent Communications, Inc.</b> 2450 N Street, NW Washington, DC 20037  Email: terms@cogentco.com	Customer Subscriber Agreement and Order Form	8/25/2023
<b>Crown Castle Fiber LLC</b>	<b>Crown Castle</b> Attn: Legal Department - Networks 2000 Corporate Drive Canonsburg, PA 15317  Email: Adriana.Campbell@crowncastle.com	Master Telecommunications License Agreement, Telecommunications License Terms and Conditions, and Order Form	8/25/2023
<b>Kisi, Inc.</b>	<b>Kisi, Inc.</b> 45 Main Street Brooklyn, NY 11201  Email: support@getkisi.com AND legal@getkisi.com	End User Agreement and Kisi Organizations Monthly User License	8/25/2023
<b>Rhombus Systems, Inc.</b>	<b>Rhombus Systems, Inc.</b> 1919 19 <sup>th</sup> Street Sacramento, CA 95811  Email: markr@rhombus.com	Terms and Conditions, any and all agreements	8/25/2023
<b>Quench USA, Inc.</b>	<b>Quench USA, Inc.</b> 630 Allendale Rd., Suite 200 King of Prussia, PA 19406  Email: asuper@quenchwater.com	Agreement and Order Form	8/25/2023

<sup>1</sup> The inclusion of a Contract on this list does not constitute an admission as to the executory or non-executory nature of the Contract, or as to the existence or validity of any claims held by the counterparty or counterparties to such Contract.

<b>Iron Mountain</b>	Iron Mountain 1 Federal Street Boston, MA 02110	Contracts for shredding services and all related agreements	8/25/2023
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<b>PROPERTY TO BE ABANDONED</b>		
<b>Counterparty</b>	<b>Counterparty Address and Email</b>	<b>Location and Description of Property</b>
<b>Paperless Inc.</b>	<b>Paperless Inc.</b> Attn: Meg Hirschfeld, CAO 115 Broadway, 12th Floor, New York, New York 10006 Email: meg@paperlesspost.com AND jgiampolo@rosenbergstis.com	Networking equipment, 2 printers, Bluetooth door lock system, security cameras, televisions and video conference set ups at 115 Broadway, 11th Floor, New York, New York, 10006. <sup>2</sup>

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<sup>2</sup> Paperless has consented in writing to allow BlockFi to leave these items behind in the leased space.

In re:  
BlockFi Inc.  
Debtor

Case No. 22-19361-MBK  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 0312-3  
Date Rcvd: Sep 11, 2023

User: admin  
Form ID: pdf903

Page 1 of 7  
Total Noticed: 1

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 13, 2023:

Recip ID	Recipient Name and Address
db	+ BlockFi Inc., 100 Horizon Center Blvd., 1st and 2nd Floors, Hamilton, NJ 08691-1910

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.  
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

## BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

## NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 13, 2023

Signature: /s/Gustava Winters

## CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 11, 2023 at the address(es) listed below:

Name	Email Address
Aaron Garber	on behalf of Creditor Kristen Vorhees agarber@wgwc-law.com
Adam S. Ravin	on behalf of Interested Party The Foreign Representatives of Three Arrows Capital Ltd. (in liquidation) adam.ravin@lw.com
Alan Stuart Maza	on behalf of Creditor Securities and Exchange Commission mazaa@sec.gov mazaa@sec.gov
Allen I Gorski	on behalf of Creditor Nancy Fout agorski@gorskiknowlton.com
Andrew Marks	on behalf of Creditor Matthew Gordon jcardenas@dorflaw.com
Anna Pia Felix	on behalf of Creditor Yuri Mushkin afelix@lpgmlaw.com

District/off: 0312-3

User: admin

Page 2 of 7

Date Rcvd: Sep 11, 2023

Form ID: pdf903

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District/off: 0312-3

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Page 3 of 7

Date Rcvd: Sep 11, 2023

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District/off: 0312-3

User: admin

Page 4 of 7

Date Rcvd: Sep 11, 2023

Form ID: pdf903

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District/off: 0312-3

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Page 5 of 7

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Page 6 of 7

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Page 7 of 7

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